

Exhibit 15

WYCKOFF HEIGHTS MEDICAL CENTER

BOARD OF TRUSTEES MEETING

MINUTES

DECEMBER 20, 2007

PRESENT:

Emil Rucigay, Esq.
Vincent Arcuri
Andrew Boisselle
John H. Cook, Jr., Esq.
Vito J. D'Alessandro, M.D.
Dominick J. Gio
Fred T. Haller, III Esq.
Frederick T. Haller, Esq.
Harold McDonald
Edmondo Modica, M.D.
Wah-chung Hsu
John D. Rucigay, Esq.
Adam Figueroa
A.C. Rao, M.D.

ABSENT/EXCUSED:

Emilio Carrillo, M.D.
Congressman Edolphus Towns
Larry Berger
Gladys Rodriguez
Herman Hochberg

ADMINISTRATIVE STAFF:

Tom Singleton – Chief Restructuring Officer
Paul Goldberg – CFO – B.Q.H.C.
William Thelmo, M.D. – Medical Board President
Nirmal Mattoo, M.D. – Sr. V.P. Medical Affairs-Medical Director
Karen Carey – V.P. Regulatory Services
William F. Green – V.P. – Government Relations
E. Kenneth Freiberg, D.O. – V.P. – Medical Education

INVITED GUESTS:

Claire Mullally, Esq.
Edward Dowling, Jr.
John Riggs, M.D.
Raymond Watson
Calogero Tumminello, M.D.
Alvin Eden, M.D.

Mr. Rucigay called the meeting to order at 4 p.m.



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ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. FIGUEROA, SECONDED BY MR. HALLER, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF NOVEMBER 1, 2007 WERE APPROVED BY THE BOARD OF TRUSTEES.

FIRE AND SAFETY REPORT:

Mr. Raymond Watson presented an overview of Fire and Safety practices to include a Fire Safety Systems Matrix. He stated that the Fire and Safety team, in conjunction with Wyckoff's Engineering Department continues to monitor the building maintenance program to effectively maintain the life safety features of the hospital. Mr. Watson informed the Board Members that through scheduled preventative maintenance work orders and contracted vendor inspections, we continue to meet the 95% threshold for all fire protection equipment used to safeguard the hospitals in the event of a fire. All FPB inspections are tracked monthly via the engineering's facility center computer system.

Hazard surveillance tours are conducted on a weekly basis throughout the year. All patient care floors are inspected every six months and non-patient areas once a year. Mr. Watson also advised the Board Members that all construction projects are pre-assessed via infection control, risk assessment and interim life safety guidelines to determine if any life safety measures or infection control issues are at risk.

Mr. Watson then reviewed the fire codes and the correct use of the fire extinguishers with the Board Members. He advised the Board Members that the FDNY Ladder Company responds to our emergencies.

Mr. Rucigay thanked Mr. Watson for his report.

RESULTS OF THE SELF-EVALUATIONS OF THE BOARD AND THE CEO EVALUATIONS: (APPENDED TO THE BOARD PACKAGES).

With respect to the evaluations of the C.E.O., Ms. Carey reported that once again Mr. Gio received an excellent evaluation from the Board of Trustees. Out of a possible score of 5.0, Mr. Gio scored an average of 4.5. He received perfect scores from two of the fifteen evaluators. One evaluator commented that Mr. Gio has "excellent leadership qualities".

In terms of the Self Evaluations Ms. Carey stated that the overall results were good, however, some suggestions and recommendations were made by the Board Members. One of those was that there needs to be active recruitment of new Board Members.

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Mr. Rucigay mentioned that we have not progressed in that area, however, he does have one prospective candidate who is currently being considered. He asked the Board Members to advise him of anyone they may like to recommend.

Ms. Carey mentioned that all of the suggestions made by the Board Members will be reviewed and addressed and stated that the worksheets are attached to the results pages.

Mr. Rucigay thanked Ms. Carey for her report.

INTRODUCTION:

Mr. Rucigay introduced Ms. Claire Mullally, whom he announced is now our Hospital Legal Counsel. Ms. Mullally will be attending future Board Meetings.

REPORT OF THE CHIEF RESTRUCTURING OFFICER:

Mr. Singleton stated that the Board will be reviewing the financial report for Wyckoff shortly for the month of October. He provided an update on the financial report for Caritas for the month of October and reported that it was much better than it had been in August and September, however, it will not be as good in November and December due to the fact that the volume is expected to be soft due to the Holidays. He continued to say that Caritas sent Wyckoff a payment this past Tuesday for this month's shared services. Payments have now been made for the past two months.

Mr. Singleton stated that as of January 1, 2008 we will move a group of Senior Management employees from Wyckoff to the Caritas payroll. Caritas will then lease those employees back to Wyckoff. The employees affected by this change had the opportunity to ask questions and discuss issues they may have had. Mr. Singleton stated that this move should be seamless to the employees.

Mr. Singleton reported that he submitted a request to the State to reduce the current \$14 million to the Board approved \$10 million. A BQHC / Department of Health meeting is scheduled in Albany during the week of January 14th.

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Mr. Singleton reported that he, along with Mr. Gio and Julius Romero have been negotiating with the Caribbean Medical Schools over the last two months to generate additional cash for Wyckoff and Caritas. He stated that we have been successful in both cases. Wyckoff received a wire transfer today from Ross University in the amount of \$4 million dollars for pre-paid medical student clerkship rotations. This should help relieve some of the cash flow problems for Wyckoff. He mentioned that Caritas received \$3.7 million dollars last week from Ross University. Mr. Singleton commented that this was done without expanding the slots.

Mr. Singleton advised the Board Members that Wyckoff has begun billing Caritas for Lab work.

Cross credentialing of physicians has begun for all three hospitals. Mr. Singleton stated that this project will accelerate as soon as the data system is fully installed at Wyckoff.

Mr. Rucigay thanked Mr. Singleton for his report.

REPORT OF THE PRESIDENT AND CEO:

Mr. Gio mentioned the upcoming Joint Commission Survey and reminded the Board Members that we did well in the past twelve years, receiving commendation. A revised Table of Organization was developed and was distributed to the Board Members. Mr. Gio then proceeded to review and discuss the document with the Board Members which included a question and answer session.

Mr. Gio announced that Congresswoman Nydia Vasquez secured \$3 million dollars for community projects and Wyckoff Heights Medical Center was awarded \$400,000 for a full service Family Practice Service Office. Plans will be made as to how to establish this office. A thank you will be sent to the Congresswoman.

The Medical Center's Laboratories were surveyed on September 27, 2007 by the American College of Pathologists. There were no citations. The chemistry equipment for Wyckoff, Mary Immaculate and St. John's Hospitals was upgraded with substantial savings for the three hospitals.

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The Infection Control Department at Wyckoff educated all employees on the importance of hand hygiene in an effort to control hospital infections and stressed the importance of flu vaccination for employees.

Mr. Gio stated that Wyckoff's Nursing Education Department continues to provide ongoing programs for the Nursing Staff. This quarter's education included medication reconciliation in-service, skin care/skin breakdown prevention and use of new asthma inhalers.

Wyckoff's Cathy Concart, Director of Nursing, attended the National League of Nursing conference in Phoenix, Arizona on September 26th to the 29th to present a poster session in conjunction with Long Island University. The presentation was entitled "Transition Program for Filipino Nurse Graduates: "A Partnership between Academia and Practice".

Mr. Gio advised the Board Members that as of December 1, 2007, Wyckoff's ambulance service will be upgraded from Basic Life Support to Advanced Life Support. The upgrade means that Wyckoff can now transport more complex cases such as neonates, ICU, and vent patients. Reimbursement for these transports will be considerably higher than the current BLS rate. Caritas patients requiring a NICU bed at Wyckoff will benefit from this upgraded service and will no longer have to be transported out of the BQHC System.

Mr. Gio advised the Board Members that the ACGME will be surveying Wyckoff on January 29, 2008. The Medical center's Medical Education Department has been reviewing residency program information and current ACGME regulations.

Mr. Gio announced the appointment of Dr. Pollepalle, Urologist, to Wyckoff's medical staff. He is sure to have a very long and distinguished career with Wyckoff. Dr. Rao is making a determined effort to bring new surgeons to the Hospital.

Mr. Gio also announced that Ms. Donna Guarino, Director of Purchasing at the Central Business Office and Mr. Dowling have recruited new employees to the Hospital and a new Materials Manager, who has been doing an outstanding job in the delivery of materials to the floors. The next step will be a desk top delivery system which is scheduled to go live in early 2008.

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Rapid HIV testing is now available at Wyckoff. The availability of the test should increase the number of patients being tested for HIV at the Medical Center, and increase the community's HIV awareness by offering a rapid HIV test when patients present at Wyckoff's Emergency Department. All Fast Track patients will be offered the opportunity to be tested. Positive Health, Laboratory services, and the Emergency Department are working together to develop this initiative.

Mr. Gio urged the Board Members to read the report in its entirety.

Mr. Rucigay thanked Mr. Gio for his report.

TREASURER'S REPORT:

FINANCIAL STATEMENTS:

Mr. Hsu reviewed the Financial Statements for Wyckoff Heights Medical Center. As of October 31, 2007, the Balance Sheet shows operating cash continues to be tight and vendor payables improved from December 2006. Net Accounts Receivable was affected by the reclass of Medicare PIP liability from Patient Accounts Receivable to Other Current Liabilities on the balance sheet. Due From Caritas is a receivable of \$14.3 million.

The Statement of Operations for Year-to-Date October 2007 shows a loss from operations of (\$4,363,733) versus a budgeted gain of \$147,168. Patient Service Revenue shows a favorable variance due to stronger than budgeted patient acuity despite the inpatient volume budget shortfall of 1,021 discharges. Bad debt expense is being calculated monthly based on monthly valuation of accounts receivable.

Financial Ratios and Volume Statistics were also reviewed.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. ARCURI, SECONDED BY MR. HALLER, ALL IN FAVOR, THE FINANCIAL STATEMENTS WERE APPROVED BY THE BOARD OF TRUSTEES.

OPERATING BUDGET AND CAPITAL BUDGET:

The 2008 operating budget and capital budget were distributed and Mr. Hsu reviewed assumptions that were the basis for the budget, highlighting increases in Bad Debt

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and Charity Care Pool revenue as a one-year windfall for 2008 only. The budgeted bottom-line profit from operations is \$162,399.

The Capital Budget included a detail list of proposed acquisitions totaling \$5,037,097 for 2008. Lists for 2009 and 2010 were included for informational purposes as they will be approved in subsequent years. Justifications were provided for each item on the Capital Budget.

ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY MR. BOISSELLE, ALL IN FAVOR THE CAPITAL BUDGET AND THE OPERATING BUDGET WERE UNANIMOUSLY APPROVED BY THE BOARD OF TRUSTEES.

RESOLUTION:

Wyckoff Heights Medical Center will be self-insured for its employees Health Insurance in 2008. In order to facilitate the funding to pay claims by the third party administrator, Empire Blue Cross, a bank account needs to be established. Board Resolution is required to establish bank accounts for Wyckoff. A resolution to that effect was presented to the Board of Trustees authorizing establishment of a bank account.

ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED BY DR. MODICA, ALL IN FAVOR, THE ABOVE NAMED RESOLUTION WAS APPROVED BY THE BOARD OF TRUSTEES.

STRATEGIC PLAN 2008 – 2012:

Mr. Edward Dowling presented a five year strategic plan 2008 – 2012. (APPENDED TO THE BOARD PACKAGES).

Mr. Dowling pointed out that Wyckoff's strategic planning reflects the rapidly changing nature of the healthcare environment and the necessity to maintain consistency among the Medical Center's plans, the needs of the community and available resources. The Medical Center's Board of Trustees, Management and Medical Staff have worked cooperatively to assure that the Strategic Plan for 2008-2012 is relevant and productive. As objectives of Wyckoff's recent strategic plans have been accomplished, he commented that we have seen concrete evidence of the appropriateness of the plans, and the commitment of the Medical Center's staff to succeed. Mr. Dowling stated that those

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past efforts are appreciated and he thanked everyone involved. The time and effort dedicated to the development of the 2008 – 2012 plan is appreciated along with the efforts that will be needed to implement the plan over the next five years, monitor the relevance and effectiveness of the plan and make any necessary changes or adaptations. He continued to say that we are proud of the results of our previous strategic planning collective efforts and is confident that the goals of this plan will be achieved.

The plan was carefully reviewed with the Board Members followed by a question and answer session.

Mr. Gio commented on the Hospital's service to the community and stressed the importance of maintaining all of its services. He further remarked that Mr. Dowling did an outstanding job regarding the Strategic Plan.

Mr. Rucigay thanked Mr. Dowling for his report.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY MR. HALLER, ALL IN FAVOR, THE STRATEGIC PLAN 2008-2012 WAS APPROVED BY THE BOARD OF TRUSTEES.

PROFESSIONAL RELATIONS:

ORGANIZATIONAL PERFORMANCE EVALUATION COMMITTEE (OPEC):

Ms. Karen Carey presented the Committee report of December 13, 2007. Highlights of the report are as follows:

New York State Department of Health (DOH) CMS:

Ms. Carey reported that the committee members discussed the onsite review conducted by the Department of Health to assess our compliance with the plans of action documented in our RCA's that were submitted via NYPORTS for several cases. Section Chiefs for Medicine, Ob/Gyn and Pediatrics were interviewed and hospital minutes including those of OPEC and the Quality Management and Patient Safety Committee from 2005 and 2007 were reviewed. No statements of deficiencies were issued. The importance of implementing submitted corrective actions maintaining appropriate documentation was reiterated. Efforts will continue to assure this is done. Ms. Heaney was thanked for her efforts in coordinating the site visit.

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Sentinel Events:

Ms. Carey stated that the committee reviewed a grid from July 2006 – October 2007 showing RCA's, corrective actions plans and date of implementation, responsible party as well as evidence of compliance and completion was shared with the committee.

Ms. Carey urged the Board Members to read the report at their leisure. She may be contacted in the event there are any questions.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. BOISSELLE, SECONDED BY MR. HALLER, ALL IN FAVOR, THE REPORT OF THE OPEC COMMITTEE WAS APPROVED TO INCLUDE THE ACTIONS, RECOMMENDATIONS OF THE COMMITTEE.

QUALITY MANAGEMENT/PATIENT SAFETY COMMITTEE REPORT:

Dr. Mattoo presented the Committee report of September 25, 2007. Highlights of the report are as follows:

PERFORMANCE IMPROVEMENT UPDATE:

Quality Coach Fellowship: (QCF) Initiative:

Dr. Mattoo informed the Board Members that the committee was updated on the QCF onsite training that took place yesterday to prepare staff to cope with the implementation for pay-for-performance. Close to 180 employees participated in this initiative. There were three sessions lasting three hours and feedback from the participants was positive. We will continue implementation of this program hospital-wide.

NYPORTS:

Dr. Mattoo advised the Board Members that we will continue to make efforts to report 100% of NYPORTS reportable cases and monitor corrective actions.

Dr. Mattoo urged the Board Members to read the report in its entirety at their leisure. He can be contacted if anything requires clarification.

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ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. COOK, SECONDED BY DR. D'ALESSANDRO, ALL IN FAVOR, THE REPORT OF THE QUALITY MANAGEMENT/PATIENT SAFETY COMMITTEE WAS APPROVED TO INCLUDE THE ACTIONS, RECOMMENDATIONS OF THE COMMITTEE.

MEDICAL BOARD REPORT:

Dr. Thelmo presented an Executive Summary of the Medical Board Meetings of September 18, October 16, November 19 and December 18, 2007.

September 18, 2007:

1. Clinical Department Reports – The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

**Medicine
Ob/Gyn
Dental Medicine**

2. Committee Reports – The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

**Credentials Committee
Emergency Management Sub-Committee
Environment of Care Committee
Information Technology Committee
Health Information Management Committee
Quality Management & Patient Safety Committee
Pharmacy & Therapeutics Committee
Utilization Management Committee**

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October 16, 2007:

1. **Clinical Department Reports** -- The Chairmen of the following clinical departments have submitted reports and are in compliance with the Quality Management and Medical Board's quarterly reporting schedule:

Anesthesiology
Radiology
Family, Community & Preventive Medicine
Surgery

2. **Committee Reports** -- The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Ambulatory Services Committee
Credentials Committee
Critical Care Committee
Bio-Ethics Committee
Institutional Review Board
Graduate Medical Education Committee
Quality Management & Patient Safety Committee

November 19, 2007:

1. **Clinical Department Reports** -- The Chairmen of the following clinical departments have submitted reports and are in compliance with Quality Management and Medical Board's quarterly reporting schedule:

Emergency Medicine
Pathology
Radiation Oncology
Pediatrics

2. **Committee Reports** -- The following Medical Board Committees have submitted reports and are compliant with the Quality Management and Medical Board's quarterly reporting schedule:

Credentials Committee
Bylaws Committee
Cancer Committee

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Infection Control Committee
Health Information Management Committee
Peri-Operative Services Committee
Quality Management & Patient Safety Committee

3. The Medical Board requests the approval of the Credentials Committee report of the November 14, 2007 meeting to include the Medical Education Report to the Credentials Committee (Intern, Residents and Medical Students 2007-2008 Academic Year) and the re-appointment of the physicians listed.

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED MR. COOK, ALL IN FAVOR THE CREDENTIALS COMMITTEE REPORT OF NOVEMBER 14, 2007 WAS APPROVED BY THE BOARD OF TRUSTEES.

4. The Medical Board approved the referral laboratories listing provided by Dr. Thelmo. (Attached to this report).

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED MR. COOK, ALL IN FAVOR THE LABORATORY LISTING PRESENTED BY DR. THELMO WAS APPROVED BY THE BOARD OF TRUSTEES.

5. The Medical Board requests the approval of the December 12, 2007 Credentials Committee minutes. (Attached to this report).

ACTION/RECOMMENDATION: ON A MOTION PROPERLY MADE BY MR. HALLER, SECONDED MR. COOK, ALL IN FAVOR THE CREDENTIALS COMMITTEE REPORT OF DECEMBER 12, 2007 WAS APPROVED BY THE BOARD OF TRUSTEES.

Mr. Rucigay thanked Dr. Thelmo for his report.

ANNUAL GRADUATE MEDICAL EDUCATION REPORT:

Dr. Freiberg, DIO, presented the Annual Graduate Medical Education report to the Board of Trustees.

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Dr. Freiberg advised the Board Members that on January 29, 2008, the Hospital will undergo an ACGME Institutional Review Survey.

With respect to compliance with 405.4 regulations, Dr. Freiberg reported that all quarterly on-call schedules from all residency training programs continue to be collected and reviewed by this department. All schedules are signed off by the Program Directors or Chairs and found to be consistent with the resident working hours regulations of the New York State Department of Health, JCAHO, ACGME and the American Osteopathic Association.

An Internal Review Committee was established in September 2007 to survey the General Surgery Residency Training Program. Their findings and recommendations were reported to the Graduate Medical Education Committee in November 2007. The summary of the findings focused on accreditation status, the education program, evaluations, program director, residents and faculty.

The number of applications for the coming academic year has increased and interviews are in progress. The AOA match will take place in January 2008.

Dr. Freiberg reported that the ACOOG (American College of Osteopathic Obstetricians and Gynecologists) surveyed the OB/GYN Residency Training Program in October 2007. A written report of the survey is pending.

Dr. Takeko Takeshige reported initiating an Education Committee within the department. The committee is comprised of department faculty which will meet periodically to evaluate the program and the residents.

The number of applications for the coming year has increased and interviews are in progress. The AOA match will take place in January 2008.

Dr. Freiberg stated that Dr. Zonouzi received a letter from the ACGME/RRC in June 2007 giving the program continuing approval of its Family Medicine Residency Program. For two years and noted multiple citations which have been addressed by Dr. Zonouzi in a corrective action plan which has been submitted to the GMBC. The next review date is approximately May 2009.

An Internal Review Committee was established in accordance with ACGME guidelines and committee membership is in the process of being finalized. That review is expected to begin in April 2008. In the interim the GMBC is considering the corrective action plan on a monthly basis.

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The number of applications for the coming academic year has increased and interviews of both allopathic and osteopathic applicants are in progress. The ACGME Match is in March 2008.

Dr. Freiberg advised the Board Members that this division continues to coordinate all placement and support to an average four hundred and fifty medical students from eight affiliated medical schools at Wyckoff Heights Medical Center and Caritas Healthcare.

Dr. Freiberg mentioned the commitment to Medical Education by the Board of Trustees, and Administration which was signed off earlier in the year. This is done on an annual basis. He discussed Residents' program requirements and the efforts of programs to assure patient safety as well as quality of care consistent with the Wyckoff Heights Medical Center's Mission Statement.

Mr. Gio recommended that once again, the Board of Trustees attest to their commitment in support of the Medical Education programs.

ACTION/RECOMMENDATION: ON A MOTION DULY MADE BY MR. HALLER, SECONDED BY MR. COOK, ALL IN FAVOR, THE BOARD OF TRUSTEES UNANIMOUSLY ATTESTED TO THEIR COMMITMENT AND SUPPORT OF THE MEDICAL EDUCATION PROGRAMS.

Mr. Rucigay thanked Dr. Freiberg for his report.

NEW BUSINESS:

1) Mr. McDonald presented for approval of the Board of Trustees, the following lists:

- 1) Nursing Home Agreements
- 2) Transfer Agreements
- 3) Clinical Services – Consultations, Contractual Arrangements and Other Agreements.
- 4) Graduate Medical Education Affiliation Agreements

The above documents were reviewed and discussed by the Board of Trustees.

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ACTION/RECOMMENDATION: ON A MOTION DULY MADE BY MR. ARCURI, SECONDED BY MR. HALLER, DR. MODICA, ALL IN FAVOR, THE ABOVE DOCUMENTS WERE APPROVED BY THE BOARD OF TRUSTEES.

2) Ms. Karen Carey presented two changes to the Medical Staff Bylaws, which had previously been approved by the Board, relating to Article IV; Section 5. *The Clinical Affiliate Staff*, the other, Article VI, Section 3. *Clinical Privileges of Podiatrists*. (APPENDED TO THE BOARD PACKAGES).

Ms. Carey explained the reason for the changes which were reviewed and discussed by the Board of Trustees.

ACTION/RECOMMENDATION: ON A MOTION DULY MADE BY DR. MODICA, SECONDED BY MR. ARCURI, ALL IN FAVOR, THE ABOVE NOTED BYLAWS CHANGES WERE APPROVED BY THE BOARD OF TRUSTEES.

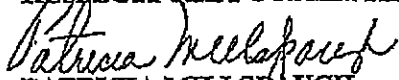
3) Mr. Rucigay introduced Dr. Calogero Tumminello, President – Elect of the Medical Staff Society. Dr. Tumminello will assume the position of President of the Medical Staff Society in February and will attend future meetings of the Board of Trustees at his discretion.

4) Mr. Rucigay announced that Mr. Andrew Boisselle will be honored by the United Hospital Fund as the recipient of the 2008 Distinguished Trustee award. The Board of Trustees applauded Mr. Boisselle.

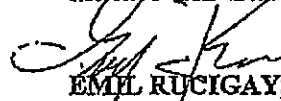
ADJOURNMENT:

THERE BEING NO FURTHER BUSINESS TO DISCUSS, ON A MOTION PROPERLY MADE BY DR. MODICA, SECONDED BY MR. ARCURI, ALL IN FAVOR, THE MEETING ADJOURNED AT 6 P.M.

RESPECTFULLY SUBMITTED:


PATRICIA MILLSRAUGH
EXECUTIVE SECRETARY

APPROVED BY:


EMIL RUCIGAY, ESQ.
CHAIRMAN
BOARD OF TRUSTEES

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